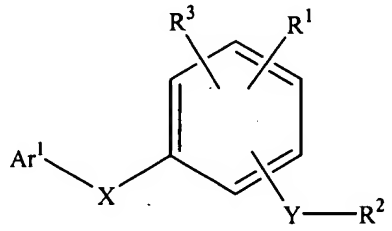
**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings of claims in the application:

**Listing of Claims:**

Claim 1 (currently amended): A compound having the formula:




wherein

$Ar^1$ is a substituted or unsubstituted ~~aryl~~ phenyl or a substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of $(C_1\text{-}C_6)$alkylene, $(C_1\text{-}C_6)$alkylenoxy, $(C_1\text{-}C_6)$alkylenamino, $(C_1\text{-}C_6)$alkylene-$S(O)_k$-, -O-, -C(O)-, -$N(R^{11})$-, -$N(R^{11})C(O)$-, -$S(O)_k$- and a single bond,

wherein

$R^{11}$ is a member selected from the group consisting of hydrogen, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl and aryl$(C_1\text{-}C_4)$alkyl; and the subscript k is an integer of from 0 to 2;

Y is a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-, -$N(R^{12})$-$S(O)_m$-,-$N(R^{12})$-$S(O)_m$-$N(R^{13})$-, -$N(R^{12})C(O)$-, -$S(O)_n$- and a single bond,

wherein

$R^{12}$ and $R^{13}$ are members independently selected from the group consisting of hydrogen, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl and aryl$(C_1\text{-}C_4)$alkyl; and

the subscripts m and n are independently integers of from 0 to 2;

$R^1$ is a member selected from the group consisting of hydrogen, $(C_2$-$C_8)$heteroalkyl, aryl, aryl$(C_1$-$C_4)$alkyl, halogen, cyano, nitro, $(C_1$-$C_8)$alkyl, $(C_1$-$C_8)$alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-OR^{17}$, $-O-C(O)-R^{17}$, $-O-C(O)-NR^{15}R^{16}$, $-N(R^{14})-C(O)-NR^{15}R^{16}$, $-N(R^{14})-C(O)-R^{17}$ and $-N(R^{14})-C(O)-OR^{17}$;

wherein

$R^{14}$ is a member selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl and aryl$(C_1$-$C_4)$alkyl;

$R^{15}$ and $R^{16}$ are members independently selected from the group consisting of hydrogen, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl, and aryl$(C_1$-$C_4)$alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

$R^{17}$ is a member selected from the group consisting of $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$heteroalkyl, aryl and aryl$(C_1$-$C_4)$alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

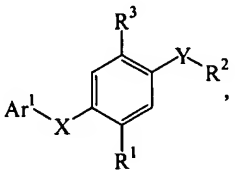
$R^2$ is a substituted or unsubstituted aryl; and

$R^3$ is a member selected from the group consisting of halogen, cyano, nitro and $(C_1$-$C_8)$alkoxy.

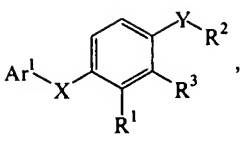
Claim 2 (currently amended): A compound of claim 1, wherein ~~$Ar^1$ is a substituted or unsubstituted aryl selected from the group consisting of pyridyl, phenyl, naphthyl, isoquinolinyl, benzthiazolyl, benzoxazolyl and benzimidazolyl; with the proviso that when $Ar^1$ is substituted or unsubstituted benzthiazolyl, then X is $-S(O)_k-$; and~~ $R^2$ is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 3 (original): A compound of claim 2, wherein $Ar^1$ is a substituted or unsubstituted phenyl group.

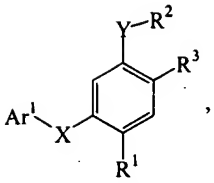
Claim 4 (original): A compound of claim 3, represented by a formula selected from the group consisting of



(Ia)



(Ib)



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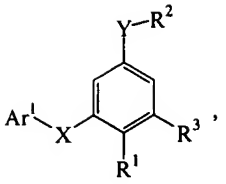

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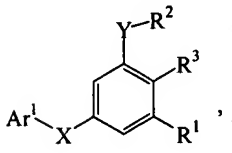
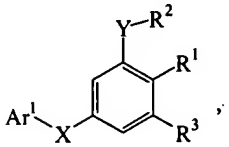
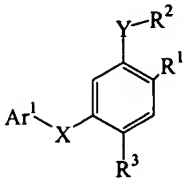


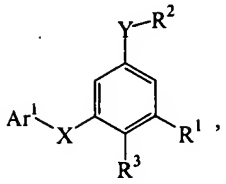
(Ie)



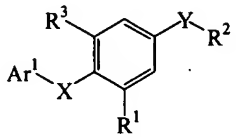
(If)



(Ig)



(Ih)



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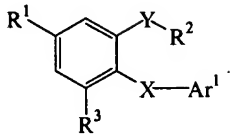
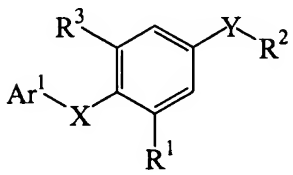


(Ii) (Ij)

Claim 5 (original): A compound of claim 3, represented by a formula selected from the group consisting of



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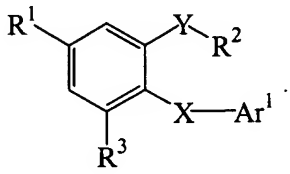


(Ii) (Ij)

Claim 6 (original): A compound of claim 5, wherein

X is a divalent linkage selected from the group consisting of $-CH_2-$, $-CH(CH_3)-$, -O-, -C(O)-, $-N(R^{11})-$ and –S-;

wherein

$R^{11}$ is a member selected from the group consisting of hydrogen and ($C_1$-$C_8$)alkyl;

Y is a divalent linkage selected from the group consisting of $-N(R^{12})-S(O)_2-$,

wherein

$R^{12}$ is a member selected from the group consisting of hydrogen and ($C_1$-$C_8$)alkyl;

$R^1$ is a member selected from the group consisting of hydrogen, halogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl, ($C_1$-$C_8$)alkoxy, -$C(O)R^{14}$, -$CO_2R^{14}$, -$C(O)NR^{15}R^{16}$, -$S(O)_p$-$R^{14}$, -$S(O)_q$-$NR^{15}R^{16}$, -O-C(O)-$R^{17}$, and -$N(R^{14})$-C(O)-$R^{17}$;

wherein

$R^{14}$ is a member selected from the group consisting of hydrogen, ($C_1$-$C_8$)alkyl, hetero($C_1$-$C_8$)alkyl, aryl and aryl($C_1$-$C_4$)alkyl;

$R^{15}$ and $R^{16}$ are members independently selected from the group consisting of hydrogen, ($C_1$-$C_8$)alkyl and ($C_2$-$C_8$)heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

$R^{17}$ is a member selected from the group consisting of hydrogen, ($C_1$-$C_8$)alkyl and ($C_2$-$C_8$)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

$R^2$ is a substituted or unsubstituted phenyl; and

$R^3$ is a member selected from the group consisting of halogen and ($C_1$-$C_8$)alkoxy.

Claim 7 (original): A compound of claim 6, wherein X is –O-, -NH- or –S-; Y is -NH-$SO_2$-; $R^1$ is a member selected from the group consisting of halogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl, ($C_1$-$C_8$)alkoxy, -$C(O)R^{14}$, -$CO_2R^{14}$, -$C(O)NR^{15}R^{16}$, -$S(O)_p$-$R^{14}$ and -$S(O)_q$-$NR^{15}R^{16}$; $R^2$ is a phenyl group having from 0 to 3 substitutents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_8$)alkyl, -C(O)-($C_1$-$C_8$)alkyl, -CN, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NH_2$; and $R^3$ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

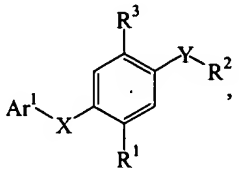
Claim 8 (original): A compound of claim 7, wherein $Ar^1$ is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_6$)alkyl, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NO_2$; $R^1$ is a member selected from the group consisting of halogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl and ($C_1$-$C_8$)alkoxy; $R^2$ is a phenyl group having from 0 to 3 substitutents selected from the group consisting of halogen, -$OCF_3$,

-OH, -O($C_1$-$C_8$)alkyl, -C(O)-($C_1$-$C_8$)alkyl, -CN, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NH_2$; and $R^3$ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

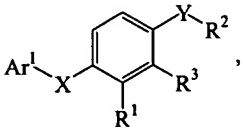
Claims 9 -14 (canceled).

Claim 15 (original): A compound of claim 2, wherein $Ar^1$ is a substituted or unsubstituted naphthyl group.

Claim 16 (original): A compound of claim 15, represented by a formula selected from the group consisting of



(Ia)



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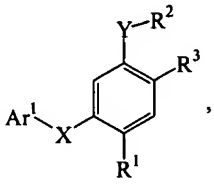
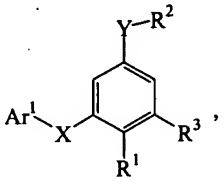


(Ic)



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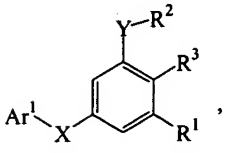
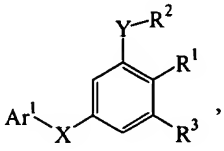
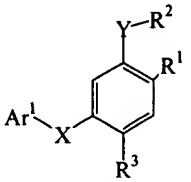


(Ie)



(If)



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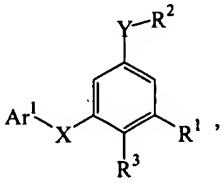
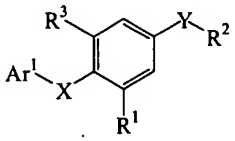
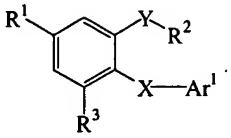


(Ih)



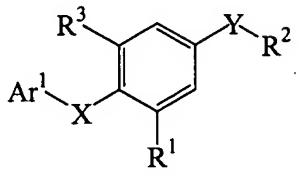
(Ii)

and

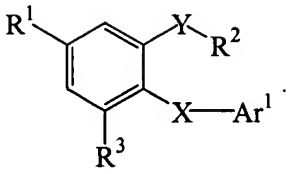


(Ij)

Claim 17 (original): A compound of claim 16, represented by a formula selected from the group consisting of



and



(Ii) (Ij)

Claim 18 (original): A compound of claim 17, wherein

X is a divalent linkage selected from the group consisting of $-CH_2-$, $-CH(CH_3)-$, -O-, -C(O)-, $-N(R^{11})-$ and –S-;

wherein

$R^{11}$ is a member selected from the group consisting of hydrogen and $(C_1-C_8)$alkyl;

Y is a divalent linkage selected from the group consisting of $-N(R^{12})-S(O)_2-$,

wherein

$R^{12}$ is a member selected from the group consisting of hydrogen and $(C_1-C_8)$alkyl;

$R^1$ is a member selected from the group consisting of hydrogen, halogen, $(C_1-C_8)$alkyl, $(C_2-C_8)$heteroalkyl, $(C_1-C_8)$alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$, $-S(O)_q-NR^{15}R^{16}$, $-O-C(O)-R^{17}$, and $-N(R^{14})-C(O)-R^{17}$;

wherein

$R^{14}$ is a member selected from the group consisting of hydrogen, $(C_1-C_8)$alkyl, hetero$(C_1-C_8)$alkyl, aryl and aryl$(C_1-C_4)$alkyl;

$R^{15}$ and $R^{16}$ are members independently selected from the group consisting of hydrogen, $(C_1-C_8)$alkyl and $(C_2-C_8)$heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

$R^{17}$ is a member selected from the group consisting of hydrogen, $(C_1-C_8)$alkyl and $(C_2-C_8)$heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

$R^2$ is a substituted or unsubstituted phenyl; and

$R^3$ is a member selected from the group consisting of halogen and $(C_1-C_8)$alkoxy.

Claim 19 (original): A compound of claim 18, wherein X is –O-, -NH- or –S-; Y is -NH-$SO_2$-; $R^1$ is a member selected from the group consisting of halogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl, ($C_1$-$C_8$)alkoxy, -C(O)$R^{14}$, -$CO_2R^{14}$, -C(O)$NR^{15}R^{16}$, -S(O)$_p$-$R^{14}$ and -S(O)$_q$-$NR^{15}R^{16}$; $R^2$ is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_8$)alkyl, -C(O)-($C_1$-$C_8$)alkyl, -CN, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NH_2$; and $R^3$ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 20 (original): A compound of claim 19, wherein $Ar^1$ is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_6$)alkyl, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NO_2$; $R^1$ is a member selected from the group consisting of halogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl and ($C_1$-$C_8$)alkoxy; $R^2$ is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_8$)alkyl, -C(O)-($C_1$-$C_8$)alkyl, -CN, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NH_2$; and $R^3$ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claims 21-54 (canceled).

Claim 55 (new): A compound of claim 2, wherein $R^2$ is substituted phenyl.

Claim 56 (new): A compound of claim 7, wherein X is -O-.

Claim 57 (new): A compound of claim 7, wherein X is -S-.

Claim 58 (new): A compound of claim 7, wherein the compound is of formula Ii.

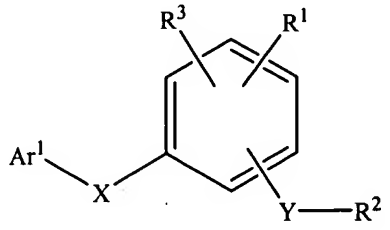
Claim 59 (new): A compound of claim 15, wherein $Ar^1$ is unsubstituted naphthyl.

Claim 60 (new): A compound of claim 19, wherein X is -S-.

Claim 61 (new): A compound of claim 19, wherein X is -O-.

Claim 62 (new): A compound of claim 19, wherein the compound is of formula Ii.

Claim 63 (new): A composition comprising a pharmaceutically acceptable excipient and a compound having the formula:




wherein

$Ar^1$ is a substituted or unsubstituted phenyl or substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of $(C_1\text{-}C_6)$alkylene, $(C_1\text{-}C_6)$alkylenoxy, $(C_1\text{-}C_6)$alkylenamino, $(C_1\text{-}C_6)$alkylene-$S(O)_k$-, -O-, -C(O)-, -$N(R^{11})$-, -$N(R^{11})C(O)$-, -$S(O)_k$- and a single bond,

wherein

$R^{11}$ is a member selected from the group consisting of hydrogen, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl and aryl$(C_1\text{-}C_4)$alkyl; and the subscript k is an integer of from 0 to 2;

Y is a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-, -$N(R^{12})$-$S(O)_m$-,-$N(R^{12})$-$S(O)_m$-$N(R^{13})$-, -$N(R^{12})C(O)$-, -$S(O)_n$- and a single bond,

wherein

$R^{12}$ and $R^{13}$ are members independently selected from the group consisting of hydrogen, $(C_1\text{-}C_8)$alkyl, $(C_2\text{-}C_8)$heteroalkyl and aryl$(C_1\text{-}C_4)$alkyl; and the subscripts m and n are independently integers of from 0 to 2;

$R^1$ is a member selected from the group consisting of hydrogen, $(C_2\text{-}C_8)$heteroalkyl, aryl, aryl$(C_1\text{-}C_4)$alkyl, halogen, cyano, nitro, $(C_1\text{-}C_8)$alkyl, $(C_1\text{-}C_8)$alkoxy, -$C(O)R^{14}$, -$CO_2R^{14}$, -$C(O)NR^{15}R^{16}$, -$S(O)_p$-$R^{14}$, -$S(O)_q$-$NR^{15}R^{16}$, -O-C(O)-

$OR^{17}$, -O-C(O)-$R^{17}$, -O-C(O)-$NR^{15}R^{16}$, -N($R^{14}$)-C(O)-$NR^{15}R^{16}$, -N($R^{14}$)-C(O)-$R^{17}$ and –N($R^{14}$)-C(O)-$OR^{17}$;

wherein

$R^{14}$ is a member selected from the group consisting of hydrogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl, aryl and aryl($C_1$-$C_4$)alkyl;

$R^{15}$ and $R^{16}$ are members independently selected from the group consisting of hydrogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl, aryl, and aryl($C_1$-$C_4$)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

$R^{17}$ is a member selected from the group consisting of ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl, aryl and aryl($C_1$-$C_4$)alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

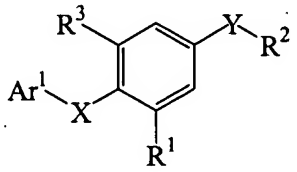
$R^2$ is a substituted or unsubstituted aryl; and

$R^3$ is a member selected from the group consisting of halogen, cyano, nitro and ($C_1$-$C_8$)alkoxy.

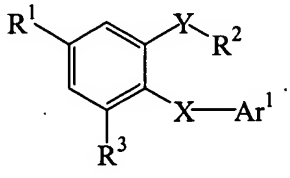
Claim 64 (new): A composition of claim 63, wherein $R^2$ is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 65 (new): A composition of claim 64, wherein $Ar^1$ is a substituted or unsubstituted phenyl group.

Claim 66 (new): A composition of claim 65, wherein the compound is represented by a formula selected from the group consisting of




and




(Ii) (Ij)

and wherein X is –O-, -NH- or –S-; Y is -NH-$SO_2$-; $R^1$ is a member selected from the group consisting of halogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl, ($C_1$-$C_8$)alkoxy, -C(O)$R^{14}$, -$CO_2R^{14}$, -

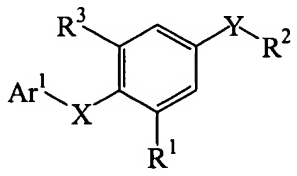
$C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and $-S(O)_q-NR^{15}R^{16}$; $R^2$ is a phenyl group having from 0 to 3 substitutents selected from the group consisting of halogen, $-OCF_3$, -OH, $-O(C_1-C_8)$alkyl, $-C(O)-(C_1-C_8)$alkyl, -CN, $-CF_3$, $(C_1-C_8)$alkyl and $-NH_2$; and $R^3$ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 67 (new): A composition of claim 66, wherein $Ar^1$ is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, -OH, $-O(C_1-C_6)$alkyl, $-CF_3$, $(C_1-C_8)$alkyl and $-NO_2$; $R^1$ is a member selected from the group consisting of halogen, $(C_1-C_8)$alkyl, $(C_2-C_8)$heteroalkyl and $(C_1-C_8)$alkoxy; $R^2$ is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, -OH, $-O(C_1-C_8)$alkyl, $-C(O)-(C_1-C_8)$alkyl, -CN, $-CF_3$, $(C_1-C_8)$alkyl and $-NH_2$; and $R^3$ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

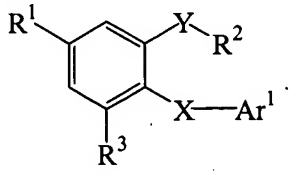
Claim 68 (new): A composition of claim 67, wherein the compound is of formula Ii.

Claim 69 (new): A composition of claim 63, wherein $Ar^1$ is substituted or unsubstituted naphthyl group.

Claim 70 (new): A composition of claim 69, wherein the compound is represented by a formula selected from the group consisting of



and



(Ii) (Ij)

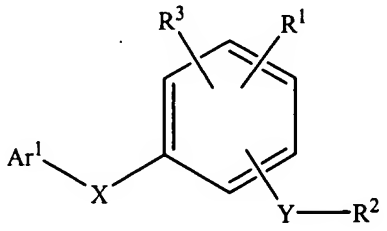
and wherein X is –O-, -NH- or –S-; Y is $-NH-SO_2-$; $R^1$ is a member selected from the group consisting of halogen, $(C_1-C_8)$alkyl, $(C_2-C_8)$heteroalkyl, $(C_1-C_8)$alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and $-S(O)_q-NR^{15}R^{16}$; $R^2$ is a phenyl group having from 0 to 3 substitutents selected from the group consisting of halogen, $-OCF_3$, -OH, $-O(C_1-C_8)$alkyl, -

C(O)-($C_1$-$C_8$)alkyl, -CN, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NH_2$; and $R^3$ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 71 (new): A composition of claim 70, wherein $Ar^1$ is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_6$)alkyl, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NO_2$; $R^1$ is a member selected from the group consisting of halogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl and ($C_1$-$C_8$)alkoxy; $R^2$ is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_8$)alkyl, -C(O)-($C_1$-$C_8$)alkyl, -CN, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NH_2$; and $R^3$ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 72 (new): A composition of claim 71, wherein the compound is of formula Ii.

Claim 73 (new): A method for modulating conditions associated with metabolic or inflammatory disorders in a host, said method comprising administering to said host an efficacious amount of a compound having the formula:




wherein

$Ar^1$ is a substituted or unsubstituted phenyl or substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of ($C_1$-$C_6$)alkylene, ($C_1$-$C_6$)alkylenoxy, ($C_1$-$C_6$)alkylenamino, ($C_1$-$C_6$)alkylene-$S(O)_k$-, -O-, -C(O)-, -$N(R^{11})$-, -$N(R^{11})C(O)$-, -$S(O)_k$- and a single bond,

wherein

$R^{11}$ is a member selected from the group consisting of hydrogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl and aryl($C_1$-$C_4$)alkyl; and the subscript k is an integer of from 0 to 2;

Y is a divalent linkage selected from the group consisting of alkylene, -O-, -C(O)-, -$N(R^{12})$-$S(O)_m$-,-$N(R^{12})$-$S(O)_m$-$N(R^{13})$-, -$N(R^{12})$C(O)-, -$S(O)_n$- and a single bond,

wherein

$R^{12}$ and $R^{13}$ are members independently selected from the group consisting of hydrogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl and aryl($C_1$-$C_4$)alkyl; and the subscripts m and n are independently integers of from 0 to 2;

$R^1$ is a member selected from the group consisting of hydrogen, ($C_2$-$C_8$)heteroalkyl, aryl, aryl($C_1$-$C_4$)alkyl, halogen, cyano, nitro, ($C_1$-$C_8$)alkyl, ($C_1$-$C_8$)alkoxy, -$C(O)R^{14}$, -$CO_2R^{14}$, -$C(O)NR^{15}R^{16}$, -$S(O)_p$-$R^{14}$, -$S(O)_q$-$NR^{15}R^{16}$, -O-C(O)-$OR^{17}$, -O-C(O)-$R^{17}$, -O-C(O)-$NR^{15}R^{16}$, -$N(R^{14})$-C(O)-$NR^{15}R^{16}$, -$N(R^{14})$-C(O)-$R^{17}$ and –$N(R^{14})$-C(O)-$OR^{17}$;

wherein

$R^{14}$ is a member selected from the group consisting of hydrogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl, aryl and aryl($C_1$-$C_4$)alkyl;

$R^{15}$ and $R^{16}$ are members independently selected from the group consisting of hydrogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl, aryl, and aryl($C_1$-$C_4$)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

$R^{17}$ is a member selected from the group consisting of ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl, aryl and aryl($C_1$-$C_4$)alkyl;

the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and

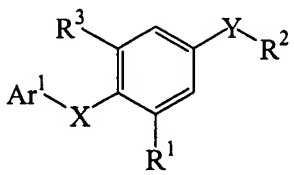
$R^2$ is a substituted or unsubstituted aryl; and

$R^3$ is a member selected from the group consisting of halogen, cyano, nitro and ($C_1$-$C_8$)alkoxy.

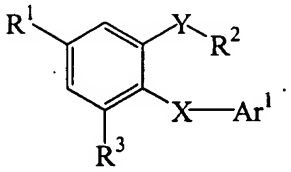
Claim 74 (new): The method of claim 73, wherein $R^2$ is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 75 (new): The method of claim 73, wherein $Ar^1$ is a substituted or unsubstituted phenyl group.

Claim 76 (new): The method of claim 75, wherein the compound is represented by a formula selected from the group consisting of



and



(Ii) (Ij)

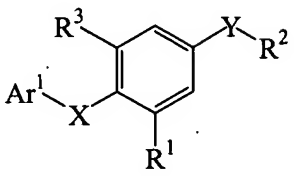
and wherein X is –O-, -NH- or –S-; Y is -NH-$SO_2$-; $R^1$ is a member selected from the group consisting of halogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl, ($C_1$-$C_8$)alkoxy, -C(O)$R^{14}$, -$CO_2R^{14}$, -C(O)$NR^{15}R^{16}$, -$S(O)_p$-$R^{14}$ and -$S(O)_q$-$NR^{15}R^{16}$; $R^2$ is a phenyl group having from 0 to 3 substitutents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_8$)alkyl, -C(O)-($C_1$-$C_8$)alkyl, -CN, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NH_2$; and $R^3$ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 77 (new): The method of claim 76, wherein $Ar^1$ is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_6$)alkyl, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NO_2$; $R^1$ is a member selected from the group consisting of halogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl and ($C_1$-$C_8$)alkoxy; $R^2$ is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_8$)alkyl, -C(O)-($C_1$-$C_8$)alkyl, -CN, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NH_2$; and $R^3$ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

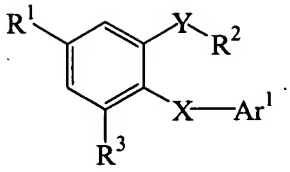
Claim 78 (new): The method of claim 77, wherein the compound is of formula Ii.

Claim 79 (new): The method of claim 73, wherein $Ar^1$ is a substituted or unsubstituted naphthyl group.

Claim 80 (new): The method of claim 79, wherein the compound represented by a formula selected from the group consisting of



and



(Ii) (Ij)

and wherein X is –O-, -NH- or –S-; Y is -NH-$SO_2$-; $R^1$ is a member selected from the group consisting of halogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl, ($C_1$-$C_8$)alkoxy, -C(O)$R^{14}$, -$CO_2R^{14}$, -C(O)$NR^{15}R^{16}$, -S(O)$_p$-$R^{14}$ and -S(O)$_q$-$NR^{15}R^{16}$; $R^2$ is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_8$)alkyl, -C(O)-($C_1$-$C_8$)alkyl, -CN, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NH_2$; and $R^3$ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 81 (new): The method of claim 80, wherein $Ar^1$ is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_6$)alkyl, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NO_2$; $R^1$ is a member selected from the group consisting of halogen, ($C_1$-$C_8$)alkyl, ($C_2$-$C_8$)heteroalkyl and ($C_1$-$C_8$)alkoxy; $R^2$ is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -$OCF_3$, -OH, -O($C_1$-$C_8$)alkyl, -C(O)-($C_1$-$C_8$)alkyl, -CN, -$CF_3$, ($C_1$-$C_8$)alkyl and -$NH_2$; and $R^3$ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 82 (new): The method of claim 81, wherein the compound is of formula Ii.

Claim 83 (new): The method of claim 73, wherein said host is a mammal selected from the group consisting of humans, dogs, monkeys, mice, rats, horses and cats.

Claim 84 (new): The method of claim 73, wherein said administering is oral.

Claim 85 (new). The method of claim 73, wherein said disorders are selected from the group consisting of NIDDM, obesity, hypercholesterolemia and inflammatory conditions.

Claim 86 (new): The method of claim 85, wherein said metabolic disorders are mediated by PPARγ.